

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	:	Chapter 11
	:	
LVI Intermediate Holdings, Inc., et al.,	:	Case No. 20-11413 (KBO)
	:	Jointly Administered
	:	
<u>Debtors¹.</u>	:	RE: D.I. 58, 155 and 175

DECLARATION OF ORDINARY COURSE PROFESSIONAL

I, Cullen D. Speckhart, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I am an attorney at law and a partner of the law firm of Cooley LLP (the “Firm”), which maintains an office at 1299 Pennsylvania Ave., NW, Suite 700, Washington, D.C. 20004.

2. This Declaration is submitted in connection with an Order of the United States Bankruptcy Court for the District of Delaware, entered on June 23, 2020, authorizing the above-captioned debtors and debtors in possession (collectively, “the Debtors”) to employ and compensate certain professionals in the ordinary course of business during the pendency of their chapter 11 cases (the “Chapter 11 Cases”).

3. The Debtors have requested that the Firm assist with the transition to and efforts of new restructuring counsel in these Chapter 11 Cases and to provide historical company information to new restructuring counsel, and the Firm has agreed to provide such services.

4. The Firm is a legal services firm.

¹ The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: LVI Intermediate Holdings, Inc., (7674); Total Vision Institute, LLC (7571); QualSight, LLC (3866); The LASIK Vision Institute, LLC (7564); Cataract Vision Institute, LLC (7697); Healthcare Marketing Services, LLC (9982); Cataract Vision Institute Florida, LLC (3423); TLC Vision Center Holdings, LLC (5400); TLC Whitten Laser Eye Associates, LLC (0182); TLC Vision Centers, LLC (8271); TruVision, LLC (3399); TruVision Contacts, LLC (3399); Laser Eye Surgery, LLC (3448); TLC Laser Eye Centers (Refractive I), LLC (2702); TLC The Laser Center (Pittsburgh) L.L.C. (2881); TLC The Laser Center (Indiana) LLC (8456); TLC The Laser Center (Institute), LLC (0959); and LVI Missouri, LLC (7088). The Debtors’ executive headquarters are located at 1555 Palm Beach Lakes Blvd., Suite 600, West Palm Beach, Florida 33401.

5. The Firm provided services to the Debtors prior to the filing of the Debtors' Chapter 11 Cases on May 29, 2020.

6. The Firm's current customary rates to be charged in these Chapter 11 Cases, subject to change from time to time, are (i) Cathy Hersheopf, partner, at \$1,250, (ii) Richard Kanowitz, partner, at \$1,250/hour, (iii) Cullen Speckhart, partner, at \$1,060, (iv) Joseph Brown, associate, at \$800/hour; and (v) Mollie Canby, paralegal, at \$300/hour. In the normal course of its business, the Firm revises its billing rates on January 1 of each year and requests that, effective January 1 of each year, the aforementioned rates be revised to the regular hourly rates which will be in effect at that time.

7. The Firm may have performed services in the past, may currently perform services, and may perform services in the future in matters unrelated to the Debtors or the Chapter 11 Cases, for persons that are parties-in-interest in the Debtors' Chapter 11 Cases. To the best of my knowledge, the Firm does not perform services for any such person in connection with the Chapter 11 Cases, or have any relationship with any such person, its attorneys, or its accountants that would be adverse to the Debtors or their estates.

8. Neither I nor, any partner, counsel, associate, paralegal, or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to, the Debtors or their estates with respect to the matter(s) upon which the Firm is to be employed.

9. Neither I nor any partner, counsel, associate, paralegal, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm, as permitted by 11 U.S.C. § 504(b).

10. The Debtors owe the Firm \$0.00 for prepetition services. The Firm holds a retainer of \$179,001.73 that is applicable to postpetition services.

11. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

I declare under penalty of perjury that, to the best of my knowledge and belief after reasonable inquiry, the foregoing is true and correct.

Executed on this 7th day of July, 2020.

/s/ Cullen D. Speckhart
Cullen D. Speckhart, Esq.